

United States Bankruptcy Court Northern District of Texas						Voluntary Petition			
Name of Debtor (if individual, enter Last, First, Middle): <b>Guaranty Financial Group Inc.</b>					Name of Joint Debtor (Spouse) (Last, First, Middle):				
All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names): <b>Guaranty Financial Services; Stanford Realty Advisors, Inc.; Temple Inland Financial Services</b>					All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names):				
Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all): <b>74-2421034</b>					Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all):				
Street Address of Debtor (No. and Street, City, and State): <b>8333 Douglas Avenue, Suite 504 Dallas, Texas</b> <div style="text-align: right; border: 1px solid black; padding: 2px; width: fit-content;">ZIP CODE 75225</div>					Street Address of Joint Debtor (No. and Street, City, and State): <div style="text-align: right; border: 1px solid black; padding: 2px; width: fit-content;">ZIP CODE</div>				
County of Residence or of the Principal Place of Business: <b>Dallas</b>					County of Residence or of the Principal Place of Business:				
Mailing Address of Debtor (if different from street address): <div style="text-align: right; border: 1px solid black; padding: 2px; width: fit-content;">ZIP CODE</div>					Mailing Address of Joint Debtor (if different from street address): <div style="text-align: right; border: 1px solid black; padding: 2px; width: fit-content;">ZIP CODE</div>				
Location of Principal Assets of Business Debtor (if different from street address above): <div style="text-align: right; border: 1px solid black; padding: 2px; width: fit-content;">ZIP CODE</div>									
<b>Type of Debtor</b> (Form of Organization) (Check <b>one</b> box.)  <input type="checkbox"/> Individual (includes Joint Debtors) <i>See Exhibit D on page 2 of this form.</i> <input checked="" type="checkbox"/> Corporation (includes LLC and LLP) <input type="checkbox"/> Partnership <input type="checkbox"/> Other (If debtor is not one of the above entities, check this box and state type of entity below.)  			<b>Nature of Business</b> (Check <b>one</b> box.)  <input type="checkbox"/> Health Care Business <input type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101(51B) <input type="checkbox"/> Railroad <input type="checkbox"/> Stockbroker <input type="checkbox"/> Commodity Broker <input type="checkbox"/> Clearing Bank <input checked="" type="checkbox"/> Other  <hr/> <b>Tax-Exempt Entity</b> (Check box, if applicable.)  <input type="checkbox"/> Debtor is a tax-exempt organization under Title 26 of the United States Code (the Internal Revenue Code).			<b>Chapter of Bankruptcy Code Under Which the Petition is Filed</b> (Check <b>one</b> box.)  <div style="display: flex; justify-content: space-between;"> <div> <input type="checkbox"/> Chapter 7  <input type="checkbox"/> Chapter 9  <input checked="" type="checkbox"/> Chapter 11  <input type="checkbox"/> Chapter 12  <input type="checkbox"/> Chapter 13 </div> <div> <input type="checkbox"/> Chapter 15 Petition for  Recognition of a Foreign  Main Proceeding  <input type="checkbox"/> Chapter 15 Petition for  Recognition of a Foreign  Nonmain Proceeding </div> </div> <hr/> <b>Nature of Debts</b> (Check one box.)  <input type="checkbox"/> Debts are primarily consumer debts, defined in 11 U.S.C. § 101(8) as "incurred by an individual primarily for a personal, family, or house- hold purpose." <input checked="" type="checkbox"/> Debts are primarily business debts.			
<b>Filing Fee</b> (Check one box.)  <input checked="" type="checkbox"/> Full Filing Fee attached.  <input type="checkbox"/> Filing Fee to be paid in installments (applicable to individuals only). Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form 3A.  <input type="checkbox"/> Filing Fee waiver requested (applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B.					<b>Chapter 11 Debtors</b>  <b>Check one box:</b> <input type="checkbox"/> Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). <input checked="" type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D).  <b>Check if:</b> <input type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,190,000. ----- <b>Check all applicable boxes:</b> <input type="checkbox"/> A plan is being filed with this petition. <input type="checkbox"/> Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).				
<b>Statistical/Administrative Information</b>  <input checked="" type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors. <input type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.									<b>THIS SPACE IS FOR COURT USE ONLY</b>
<b>Estimated Number of Creditors</b> <div style="display: flex; justify-content: space-between;"> <div> <input type="checkbox"/> 1-49  <input type="checkbox"/> 50-99  <input type="checkbox"/> 100-199  <input checked="" type="checkbox"/> 200-999 </div> <div> <input type="checkbox"/> 1,000-5,000  <input type="checkbox"/> 5,001-10,000  <input type="checkbox"/> 10,001-25,000  <input type="checkbox"/> 25,001-50,000  <input type="checkbox"/> 50,001-100,000  <input type="checkbox"/> Over 100,000 </div> </div>									
<b>Estimated Assets</b> ** <b>SEE ATTACHED EXPLANATION ON PAGE 4</b> ** <div style="display: flex; justify-content: space-between;"> <div> <input type="checkbox"/> \$0 to \$50,000  <input type="checkbox"/> \$50,001 to \$100,000  <input type="checkbox"/> \$100,001 to \$500,000  <input type="checkbox"/> \$500,001 to \$1 million </div> <div> <input type="checkbox"/> \$1,000,001 to \$10 million  <input checked="" type="checkbox"/> \$10,000,001 to \$50 million  <input type="checkbox"/> \$50,000,001 to \$100 million  <input type="checkbox"/> \$100,000,001 to \$500 million  <input type="checkbox"/> \$500,000,001 to \$1 billion  <input type="checkbox"/> More than \$1 billion </div> </div>									
<b>Estimated Liabilities</b> ** <b>SEE ATTACHED EXPLANATION ON PAGE 4</b> ** <div style="display: flex; justify-content: space-between;"> <div> <input type="checkbox"/> \$0 to \$50,000  <input type="checkbox"/> \$50,001 to \$100,000  <input type="checkbox"/> \$100,001 to \$500,000  <input type="checkbox"/> \$500,001 to \$1 million </div> <div> <input type="checkbox"/> \$1,000,001 to \$10 million  <input type="checkbox"/> \$10,000,001 to \$50 million  <input type="checkbox"/> \$50,000,001 to \$100 million  <input checked="" type="checkbox"/> \$100,000,001 to \$500 million  <input type="checkbox"/> \$500,000,001 to \$1 billion  <input type="checkbox"/> More than \$1 billion </div> </div>									

<b>Voluntary Petition</b> <i>(This page must be completed and filed in every case.)</i>		Name of Debtor(s): <b>Guaranty Financial Group Inc.</b>	
<b>All Prior Bankruptcy Cases Filed Within Last 8 Years</b> (If more than two, attach additional sheet.)			
Location Where Filed:	Case Number:	Date Filed:	
Location Where Filed:	Case Number:	Date Filed:	
<b>Pending Bankruptcy Case Filed by any Spouse, Partner, or Affiliate of this Debtor</b> (If more than one, attach additional sheet.)			
Name of Debtor: <b>See attached Annex A</b>	Case Number:	Date Filed:	
District: <b>Northern District of Texas</b>	Relationship:	Judge:	

  

<p style="text-align: center;"><b>Exhibit A</b></p> <p>(To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11.)</p> <p><input checked="" type="checkbox"/> Exhibit A is attached and made a part of this petition.</p>	<p style="text-align: center;"><b>Exhibit B</b></p> <p>(To be completed if debtor is an individual whose debts are primarily consumer debts.)</p> <p>I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter. I further certify that I have delivered to the debtor the notice required by 11 U.S.C. § 342(b).</p> <p>X _____          Signature of Attorney for Debtor(s) (Date)</p>
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**Exhibit C**

Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety?

☐ Yes, and Exhibit C is attached and made a part of this petition.

☒ No.

  

**Exhibit D**

(To be completed by every individual debtor. If a joint petition is filed, each spouse must complete and attach a separate Exhibit D.)

☐ Exhibit D completed and signed by the debtor is attached and made a part of this petition.

If this is a joint petition:

☐ Exhibit D also completed and signed by the joint debtor is attached and made a part of this petition.

  

**Information Regarding the Debtor - Venue**  
 (Check any applicable box.)

☒ Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District.

☐ There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District.

☐ Debtor is a debtor in a foreign proceeding and has its principal place of business or principal assets in the United States in this District, or has no principal place of business or assets in the United States but is a defendant in an action or proceeding [in a federal or state court] in this District, or the interests of the parties will be served in regard to the relief sought in this District.

  

**Certification by a Debtor Who Resides as a Tenant of Residential Property**  
 (Check all applicable boxes.)

☐ Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.)

\_\_\_\_\_  
(Name of landlord that obtained judgment)

\_\_\_\_\_  
(Address of landlord)

☐ Debtor claims that under applicable nonbankruptcy law, there are circumstances under which the debtor would be permitted to cure the entire monetary default that gave rise to the judgment for possession, after the judgment for possession was entered, and

☐ Debtor has included with this petition the deposit with the court of any rent that would become due during the 30-day period after the filing of the petition.

☐ Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(l)).

**Voluntary Petition***(This page must be completed and filed in every case.)*

Name of Debtor(s):

**Guaranty Financial Group Inc.****Signatures****Signature(s) of Debtor(s) (Individual/Joint)**

I declare under penalty of perjury that the information provided in this petition is true and correct.

[If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12 or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7.

[If no attorney represents me and no bankruptcy petition preparer signs the petition] I have obtained and read the notice required by 11 U.S.C. § 342(b).

I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.

X \_\_\_\_\_  
Signature of Debtor

X \_\_\_\_\_  
Signature of Joint Debtor

\_\_\_\_\_  
Telephone Number (if not represented by attorney)

\_\_\_\_\_  
Date

**Signature of a Foreign Representative**

I declare under penalty of perjury that the information provided in this petition is true and correct, that I am the foreign representative of a debtor in a foreign proceeding, and that I am authorized to file this petition.

(Check only **one** box.)

☐ I request relief in accordance with chapter 15 of title 11, United States Code. Certified copies of the documents required by 11 U.S.C. § 1515 are attached.

☐ Pursuant to 11 U.S.C. § 1511, I request relief in accordance with the chapter of title 11 specified in this petition. A certified copy of the order granting recognition of the foreign main proceeding is attached.

X \_\_\_\_\_  
(Signature of Foreign Representative)

\_\_\_\_\_  
(Printed Name of Foreign Representative)

\_\_\_\_\_  
Date

**Signature of Attorney\***

X /s/ Ian T. Peck

Signature of Attorney for Debtor(s)

Ian T. Peck

Printed Name of Attorney for Debtor(s)

Haynes and Boone, LLP

Firm Name

2323 Victory Avenue, Suite 700

Address Dallas, Texas 75219

214.651.5000

Telephone Number

08/27/2009

Date

\*In a case in which § 707(b)(4)(D) applies, this signature also constitutes a certification that the attorney has no knowledge after an inquiry that the information in the schedules is incorrect.

**Signature of Debtor (Corporation/Partnership)**

I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor.

The debtor requests the relief in accordance with the chapter of title 11, United States Code, specified in this petition.

X /s/ Scott Almy

Signature of Authorized Individual

Scott Almy

Printed Name of Authorized Individual

Sr. Exec. V.P., General Counsel & Secretary

Title of Authorized Individual

08/27/2009

Date

**Signature of Non-Attorney Bankruptcy Petition Preparer**

I declare under penalty of perjury that: (1) I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110; (2) I prepared this document for compensation and have provided the debtor with a copy of this document and the notices and information required under 11 U.S.C. §§ 110(b), 110(h), and 342(b); and, (3) if rules or guidelines have been promulgated pursuant to 11 U.S.C. § 110(h) setting a maximum fee for services chargeable by bankruptcy petition preparers, I have given the debtor notice of the maximum amount before preparing any document for filing for a debtor or accepting any fee from the debtor, as required in that section. Official Form 19 is attached.

\_\_\_\_\_  
Printed Name and title, if any, of Bankruptcy Petition Preparer

Social-Security number (If the bankruptcy petition preparer is not an individual, state the Social-Security number of the officer, principal, responsible person or partner of the bankruptcy petition preparer.) (Required by 11 U.S.C. § 110.)

\_\_\_\_\_  
Address

X \_\_\_\_\_

\_\_\_\_\_  
Date

Signature of bankruptcy petition preparer or officer, principal, responsible person, or partner whose Social-Security number is provided above.

Names and Social-Security numbers of all other individuals who prepared or assisted in preparing this document unless the bankruptcy petition preparer is not an individual.

If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.

*A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both. 11 U.S.C. § 110; 18 U.S.C. § 156.*

	<b>Page 4</b>
<b>Voluntary Petition</b>	<b>Guaranty Financial Group Inc.</b>

**EXPLANATION OF ESTIMATED ASSETS AND LIABILITIES**

Neither the estimated asset figure nor the estimate liability figure contained herein includes the value of the Debtor's equity interests in its subsidiaries. Due to recent events, including the proforma write-down of the estimated value of such equity interests in connection with the Debtor's July 17, 2009 Thrift Financial Report, the appointment of the FDIC as receiver of Guaranty Bank, and the sale of Guaranty Bank's assets, the calculation of the market value (if any) of such equity interests at this time is impractical.

**Annex A**

**Bankruptcy Cases Concurrently Filed  
By Any Affiliate of the Debtor**

**Contemporaneously herewith, the Debtor and each of the affiliated entities listed below filed in this Court a voluntary petition for relief under chapter 11 of title 11 of the United States Code:**

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Guaranty Financial Group Inc.

Guaranty Group Ventures Inc.

Guaranty Holdings Inc. I

Guaranty Group Capital Inc.

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE NORTHERN DISTRICT OF TEXAS  
DALLAS DIVISION

IN RE:	§	Chapter 11
	§	
GUARANTY FINANCIAL GROUP INC.	§	CASE NO. _____
	§	
DEBTOR.	§	

**EXHIBIT "A" TO VOLUNTARY PETITION<sup>1</sup>**

1. If any of debtor's securities are registered under Section 12 of the Securities Exchange Act of 1934, the SEC file number is 001-33661.
2. The following financial data is the latest available information and refers to the debtor's condition on June 30, 2009.

a.	Total assets				<u>\$24,295,000.00<sup>2</sup></u>	
b.	Total debts (including debts listed in 2.c., below)				<u>\$323,413,428.00</u>	
c.	Debt securities held by more than 500 holders:					Approximate number of holders
	secured <input type="checkbox"/>	unsecured <input checked="" type="checkbox"/>	subordinated <input checked="" type="checkbox"/>	\$	<u>305,000,000</u>	<u>unknown<sup>3</sup></u>
	secured <input type="checkbox"/>	unsecured <input type="checkbox"/>	subordinated <input type="checkbox"/>	\$	_____	_____
	secured <input type="checkbox"/>	unsecured <input type="checkbox"/>	subordinated <input type="checkbox"/>	\$	_____	_____
	secured <input type="checkbox"/>	unsecured <input type="checkbox"/>	subordinated <input type="checkbox"/>	\$	_____	_____
	secured <input type="checkbox"/>	unsecured <input type="checkbox"/>	subordinated <input type="checkbox"/>	\$	_____	_____
d.	Number of shares of preferred stock				_____	_____
e.	Number of shares of common stock				<u>108,937,501</u>	_____

Comments, if any

<sup>1</sup> Figures contained herein are as of June 30, 2009.

<sup>2</sup> The asset and debt figures contained herein do not include the value of the Debtor's equity interests in its subsidiaries. Due to recent events, including the proforma write-down of the estimated value of such equity interests in connection with the Debtor's July 17, 2009 Thrift Financial Report, the appointment of the FDIC as receiver of Guaranty Bank, and the sale of Guaranty Bank's assets, the calculation of the market value (if any) of such equity interests at this time is impractical.

<sup>3</sup> The debtor was unable to determine if these securities are held by more than 500 holders and listed these securities out of an abundance of caution.

3. Brief description of debtor's business:

Guaranty Financial Group Inc. is a unitary thrift holding company. Prior to the commencement of this Chapter 11 case, Guaranty Financial Group Inc. had numerous direct and indirect subsidiaries, including Guaranty Bank. Guaranty Bank conducts consumer and business banking activities through a network of over 150 bank branches located in Texas and California. On August 21, 2009, the Office of Thrift Supervision appointed the FDIC as Receiver for Guaranty Bank.

4. List the names of any person who directly or indirectly owns, controls, or holds, with power to vote, 5% or more of the voting securities of debtor:

TRT Financial Holdings (19.92%)  
Attn: Michael G. Smith  
600 East Las Colinas Blvd.  
Suite 1900  
Irving, Texas 76039

Icahn Associations Corporation (17.0%)  
Attn: Keith Meister & Marc Weitzen  
White Plains Plaza  
445 Hamilton Avenue  
Suite 1210  
White Plains, New York 10601

Highside Capital Partners (9.12%)  
Attn: H. Lee S. Hobson & Marc Vice  
100 Crescent Court  
Suite 860  
Dallas, Texas 75201

Greenlight Capital, Inc. (7.63%)  
Attn: Daniel Roitman  
2 Grand Central Tower  
140 E. 45<sup>th</sup> Street, 24<sup>th</sup> Floor  
New York, New York 10017

**CERTIFICATE OF SECRETARY  
OF  
GUARANTY FINANCIAL GROUP INC.**

The State of Texas       §  
                                      §  
County of Dallas       §

I, Scott A. Almy, Secretary of Guaranty Financial Group Inc. (the "Company"), hereby certify that the following is a true and correct copy of the resolutions adopted by the Board of Directors of the Company on the 25<sup>th</sup> day of August, 2009, which resolutions have not been modified or rescinded and remain in full force and effect as of the date of this Certificate:

**RESOLUTIONS CONCERNING BANKRUPTCY FILINGS**

WHEREAS, that in the judgment of the Board of Directors of Guaranty Financial Group Inc., (the "Corporation"), it is desirable and in the best interest of the Corporation to cause to be filed petitions by the Corporation and its wholly-owned subsidiaries Guaranty Group Ventures Inc., Guaranty Holdings Inc. I, and Guaranty Group Capital Inc. (collectively, the "Subsidiaries") seeking relief under the provisions of chapter 11 of title 11, United States Code (the "Bankruptcy Code") on or after August 25, 2009.

NOW, THEREFORE, BE IT

***Filing and Prosecution of Bankruptcy Case***

RESOLVED, that it is desirable and in the best interest of the Corporation to authorize the Chief Executive Officer, the Chief Financial Officer and Treasurer, the Secretary and General Counsel, the Controller, (each, an "Authorized Officer") to cause to be filed petitions in the name of the Corporation and the Subsidiaries (the "Chapter 11 Petitions") seeking relief under the provisions of Chapter 11 of the Bankruptcy Code; and it is further

RESOLVED, that the Authorized Officers be, and each hereby is, authorized and directed to execute and verify the Chapter 11 Petitions and to cause the same to be filed in the United States Bankruptcy Court for the Northern District of Texas, Dallas Division (the "Bankruptcy Court"), in such form and at such time as such officer(s) shall determine; and it is further

RESOLVED, that the Authorized Officers be, and each hereby is, authorized to execute and file (or direct others to do so on behalf of the Corporation as provided herein) all necessary documents, including, without limitation, all petitions, affidavits, schedules, motions, lists, applications, pleadings and other papers, and in connection therewith, to employ and retain all assistance by legal counsel, accountants or other professionals and to take any and all action which they deem necessary and proper in connection with the Chapter 11 cases.

***Employment of Professionals***

RESOLVED, that the law firm of Haynes and Boone, LLP be, and hereby is, employed under general retainer as bankruptcy counsel for the Corporation and the Subsidiaries in the Chapter 11 cases, and the Authorized Officers of the Corporation are hereby authorized and directed to execute appropriate retention agreements substantially in the form previously submitted to the Board of Directors, pay appropriate retainers in substantially the amounts previously discussed by the Board of Directors prior to and immediately upon the filing of the Chapter 11 cases and cause to be filed appropriate applications for authority to retain the services of Haynes and Boone, LLP; and it is further



RESOLVED, that the accounting firm of Lain Faulkner, & Co. be, and hereby is, employed to assist in the liquidation and wrap up of the Company's business activities including the provision of a Chief Restructuring Officer, and the Authorized Officers of the Corporation are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers and immediately upon the filing of the Chapter 11 cases cause to be filed appropriate applications for authority to retain the services of Lain Faulkner & Co; and it is further

RESOLVED, that the Authorized Officers of the Corporation be, and they hereby are, authorized and directed to employ any other firm as professionals or consultants to the Corporation and the Subsidiaries as are deemed necessary to represent and assist the Corporation and the Subsidiaries in carrying out their duties under the Bankruptcy Code and, in connection therewith, the Authorized Officers of the Corporation are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to and after the filing of the Chapter 11 cases and cause to be filed appropriate applications for authority to retain the services of such firm; and it is further

RESOLVED, that all acts lawfully done or actions lawfully taken by any Authorized Officer to seek relief under chapter 11 of the Bankruptcy Code or in connection with the Chapter 11 cases, or any matter related thereto, be, and hereby are, adopted, ratified, confirmed and approved in all respects as the acts and deeds of the Corporation; and it is further

#### ***General Authorizing Resolutions***

RESOLVED, that the Authorized Officers be, and each of them, with full authority to act without the others, hereby is authorized and directed, in the name of and on behalf of the Corporation and the Subsidiaries, under the Corporation's or Subsidiaries' corporate seal or otherwise, to make, enter into, execute, deliver and file any and all other or further agreements, documents, certificates, materials and instruments, to disburse funds of the Corporation and Subsidiaries, to take or cause to be taken any and all other actions, and to incur all such fees and expenses as any such officer deems to be necessary, appropriate or advisable to carry out the purposes of the foregoing resolutions and the transactions contemplated thereunder and/or to successfully complete the Chapter 11 cases, the taking of any such action to constitute conclusive evidence of the exercise of such discretionary authority; and it is further

RESOLVED, that all authorized acts, transactions, or agreements undertaken prior to the adoption of these resolutions by any officer of the Corporation on behalf of the Corporation or the Subsidiaries in connection with the foregoing matters are hereby authorized, approved, ratified, confirmed and adopted as the acts of the Corporation; and it is further

RESOLVED, that the Authorized Officers be, and each of them hereby is, authorized, empowered and directed to certify and attest any documents or materials which they deem necessary, desirable or appropriate to consummate the transactions contemplated by the foregoing resolutions, without the necessity of the signature or attestation of any other officer or the affixing of any seal of the Corporation or the Subsidiaries; and it is further

RESOLVED, that effective immediately upon the election of a Chief Restructuring Officer, the Chief Restructuring Officer shall be an Authorized Officer for all purposes herein.

This Consent may be executed in one or more counterparts, each of which shall be deemed an original and all of which, together, shall constitute one consent. All of the foregoing resolutions shall be deemed adopted simultaneously.

Dated: August 25, 2009

  
\_\_\_\_\_  
Scott A. Almy  
Secretary